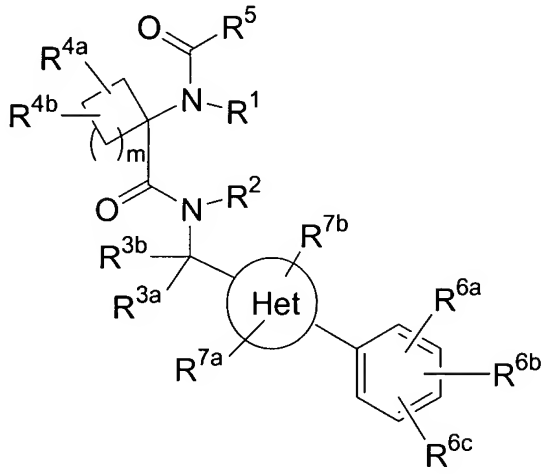
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1 (original). A compound of formula I and pharmaceutically acceptable salts thereof:



I

wherein

Het is pyrimidinyl or pyridyl, or N-oxide thereof;

R^1 and R^2 are independently selected from hydrogen and C_{1-4} alkyl;

R^{3a} and R^{3b} are independently selected from hydrogen and C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms;

R^{4a} and R^{4b} are independently selected form (1) hydrogen, (2) halogen, and (3) C_{1-4} alkyl optionally substituted with 1 to 4 groups selected from halogen, OR^a, $OC(O)R^a$, $S(O)_kR^d$, $OS(O)_2R^d$, and NR^1R^2, or

R^{4a} and R^{4b} together with the carbon atom to which they are both attached form an exo-cyclic methylene optionally substituted with 1 to 2 groups selected from C_{1-4} alkyl optionally substituted with 1-5 halogen atoms and C_{1-4} alkyloxy;

R^5 is selected from (1) C_{1-6} alkyl optionally substituted with 1 to 5 groups independently selected from halogen, nitro, cyano, OR^a, SR^a, COR^a, SO_2R^d, CO_2R^a, $OC(O)R^a$, NR^bR^c, $NR^bC(O)R^a$,

$NR^bC(O)_2R^a$, $C(O)NR^bR^c$, C_{3-8} cycloalkyl, (2) C_{3-8} cycloalkyl optionally substituted with 1 to 5 groups independently selected from halogen, nitro, cyano and phenyl, (3) C_{3-6} alkynyl, (4) C_{2-6} alkenyl optionally substituted with hydroxyethyl, (5) $(CH_2)_k$-aryl optionally substituted with 1 to 3 groups independently selected from halogen, nitro, cyano, OR^a, SR^a, $C(O)_2R^a$, C_{1-4} alkyl and C_{1-3} haloalkyl, wherein aryl is selected from phenyl, 3,4-methylenedioxyphenyl and naphthyl, (6) $(CH_2)_k$-heterocycle optionally substituted with 1 to 3 groups independently selected from halogen, nitro, cyano, OR^a, SR^a, C_{1-4} alkyl and C_{1-3} haloalkyl wherein said heterocycle is selected from (a) a 5-membered heteroaromatic ring having a ring heteroatom selected from N, O and S, and optionally having up to 3 additional ring nitrogen atoms wherein said ring is optionally benzo-fused; (b) a 6-membered heteroaromatic ring containing from 1 to 3 ring nitrogen atoms and N-oxides thereof, wherein said ring is optionally benzo-fused; and (c) a 5- or 6-membered non-aromatic heterocyclic ring selected from tetrahydrofuranyl, 5-oxotetrahydrofuranyl, 2-oxo-2H-pyranyl, and 6-oxo-1,6-dihydropyridazinyl, (7) $C(O)_2R^a$, (8) $C(O)NR^bR^c$, and (9) $NR^bCO_2R^a$;

R^{6a} is selected from (1) C_{1-8} alkyl optionally substituted with 1-5 groups independently selected from halogen, nitro, cyano, COR^a, CO_2R^a, $C(O)NR^bR^c$, OR^a, $OC(O)R^a$, SR^a, SO_2R^d, $S(O)R^d$, NR^bR^c, $NR^bC(O)R^a$, $NR^bSO_2R^d$, $NR^bCO_2R^a$, (2) C_{3-8} cycloalkyl, (3) C_{2-8} alkenyl optionally substituted with CO_2R^a, (4) halogen, (5) cyano, (6) nitro, (7) NR^bR^c, (8) $NR^bC(O)R^a$, (9) $NR^bCO_2R^a$, (10) $NR^bC(O)NR^bR^c$, (11) $NR^bC(O)NR^bCO_2R^a$, (12) $NR^bSO_2R^d$, (13) CO_2R^a, (14) COR^a, (15) $C(O)NR^bR^c$, (16) $C(O)NHOR^a$, (17) $C(=NOR^a)R^a$, (18) $C(=NOR^a)NR^bR^c$, (19) OR^a, (20) $OC(O)_kR^a$, (21) $S(O)_kR^d$, (22) $SO_2NR^bR^c$, and (23) optionally substituted heterocycle where the heterocycle is selected from (a) a 5-membered heteroaromatic ring having a ring heteroatom selected from N, O and S, and optionally having up to 3 additional ring nitrogen atoms, (b) 4,5-dihydro-oxazolyl, and (3) 4,5-dihydro-1,2,4-oxadiazolyl, and wherein said substituent is 1 to 3 groups independently selected from C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, OR^a or $OC(O)R^a$,

R^{6b} and R^{6c} are independently selected from hydrogen, and a group from R^{6a}; with the proviso that not more than one of R^{6a}, R^{6b}, and R^{6c} is a heterocycle;

R^{7a} and R^{7b} are independently selected from hydrogen, halogen, cyano, nitro, OR^a, CO_2R^a, $C(O)NR^bR^c$, SO_2R^d, NR^bR^c, and C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms;

R^a is selected from (1) hydrogen, (2) C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, (3) phenyl optionally substituted with 1 to 3 groups independently selected from halogen, cyano, nitro,

OH, C_{1-4} alkyloxy, C_{3-6} cycloalkyl and C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, (4) C_{3-6} cycloalkyl, and (5) pyridyl;

R^b and R^c are independently selected from (1) hydrogen, (2) C_{1-4} alkyl optionally substituted with 1 to 5 groups independently selected from halogen, amino, mono-C_{1-4}alkylamino, di-C_{1-4}alkylamino, and SO_2R^d, (3) $(CH_2)_k$-phenyl optionally substituted with 1 to 3 groups selected from halogen, cyano, nitro, OH, C_{1-4} alkyloxy, C_{3-6} cycloalkyl and C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, and (4) C_{3-6} cycloalkyl, or

R^b and R^c together with the nitrogen atom to which they are attached form a 4-, 5-, or 6-membered ring optionally containing an additional heteroatom selected from N, O, and S; or

R^b and R^c together with the nitrogen atom to which they are attached form a cyclic imide;

R^d is selected from (1) C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms, (2) C_{1-4} alkyloxy, and (3) phenyl optionally substituted with 1 to 3 groups selected from halogen, cyano, nitro, OH, C_{1-4} alkyloxy, C_{3-6} cycloalkyl and C_{1-4} alkyl optionally substituted with 1 to 5 halogen atoms;

k is 0, 1 or 2; and

m is 0, 1, 2 or 3.

2 (currently amended). A compound of Claim 1 wherein R^5 is (1) C_{1-6} alkyl optionally substituted with 1 to 5 groups independently selected from halogen, nitro, cyano, OR^a, SR^a, COR^a, SO_2R^d, CO_2R^a, $OC(O)R^a$, NR^bR^c, $NR^bC(O)R^a$, $C(O)NR^bR^c$, and C_{3-8} cycloalkyl, (2) 1,2,5-thiadiazolyl, (3) isoxazolyl, (4) isothiazolyl or (5) pyrimidinyl.

3 (currently amended). A compound of Claim 1 wherein R^5 is C_{1-3} alkyl optionally substituted with 1 to 5 ~~group~~ halogen atoms wherein said halogen is chloro or fluoro.

4 (original). A compound of Claim1 wherein R^5 is selected from difluoromethyl, dichloromethyl, chlorodifluoromethyl, trifluoromethyl, 1,1-dichloroethyl and 2,2,2-trifluoroethyl.

5 (original). A compound of Claim 1 wherein R^5 is pyrimidinyl.

6 (original). A compound of Claim 1 wherein R^5 is 1,2,5-thiadiazolyl, isoxazolyl or isothiazolyl.

7 (original). A compound of Claim 1 wherein R^{6a} is OR^a, CO_2R^a or tetrazolyl optionally substituted with C_{1-4} alkyl.

8 (original). A compound of Claim 1 wherein R^{6a} is OR^a, CO_2R^a or tetrazolyl optionally substituted with C_{1-4} alkyl, R^{6b} is hydrogen or halogen, and R^{6c} is hydrogen or halogen.

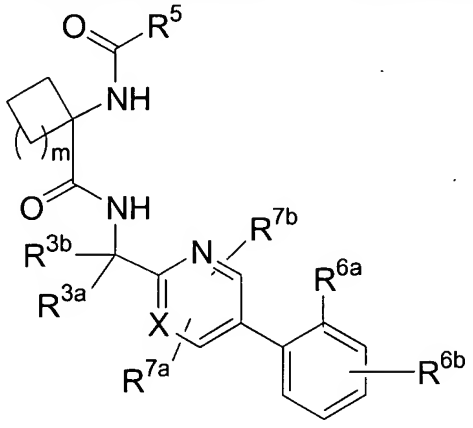
9 (original). A compound of Claim 1 wherein R^{6a} is methoxycarbonyl, ethoxycarbonyl, C_{1-4}alkoxy optionally substituted with 1 to 5 halogen atoms, or 2-methyl-2H-tetrazol-5-yl, R^{6b} is fluoro or chloro, and R^{6c} is hydrogen, chloro or fluoro.

10 (original). A compound of Claim 1 wherein Het is 2,5-pyridinediyl and R^{7a} and R^{7b} are independently hydrogen or halogen.

11 (original). A compound of Claim 10 wherein one of R^{7a} and R^{7b} is hydrogen and the other is fluoro or chloro.

12 (original). A compound of Claim 1 wherein m is 0 or 1.

13 (original). A compound of Claim 1 having formula Ia:



Ia

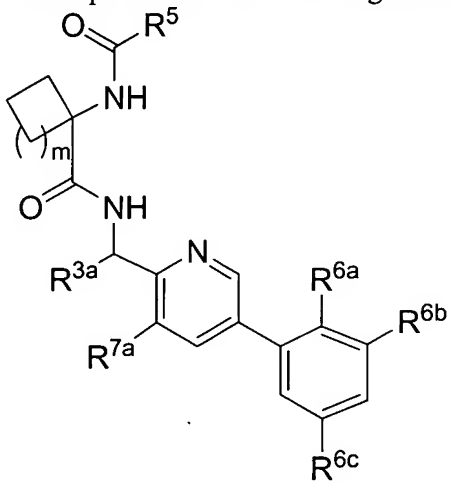
wherein X is carbon or nitrogen, and all other variables are as defined Claim 1.

14 (original). A compound of Claim 13 wherein m is 0 or 1 and one of R^{3a} and R^{3b} is hydrogen and the other is hydrogen or C_{1-3}alkyl.

15 (original). A compound of Claim 13 wherein X is carbon, R^{7a} is hydrogen or chloro or fluoro, and R^{7b} is hydrogen.

16 (original). A compound of Claim 13 wherein X is nitrogen and R^{7a} and R^{7b} are each hydrogen.

17 (original). A compound of Claim 1 having formula Ib:



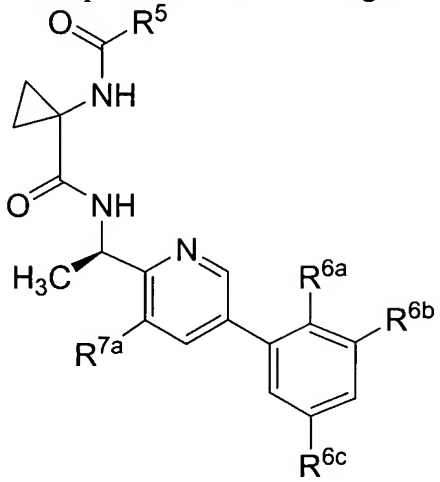
Ib

wherein m is 0 or 1, R^{3a} is hydrogen or methyl, R^{6b} and R^{6c} are independently hydrogen, chloro or fluoro, R^{7a} is hydrogen, chloro or fluoro, and the other variables are as defined in Claim 1.

18 (original). A compound of Claim 17 wherein R^{3a} is hydrogen, and R^{6b} and R^{7a} are each indepedently chloro or fluoro.

19 (original). A compound of Claim 17 wherein R^{3a} is hydrogen, R^{6b} and R^{7a} are each indepedently chloro or fluoro, R^5 is selected from isoxazolyl, thiazolyl, 1,2,5-thiadiazolyl, 5-pyrimidinyl and C_{1-2}alkyl substituted with 1 to 3 halogen atoms selected from chloro and fluoro, and R^{6a} is OR^a, CO_2R^a or 2-methyl-5-tetrazolyl.

20 (original). A compound of Claim 1 having the formula Ic:



Ic

wherein R^5, R^{6a}, R^{6b}, R^{6c} and R^{7a} are as defined in Claim 1.

21 (original). A compound of Claim 20 wherein R^{6b} is halogen, and R^{6c} and R^{7a} are independently hydrogen or halogen.

22 (original). A compound of Claim 20 wherein R^5 is selected from isoxazolyl, isothiazolyl, 1,2,5-thiadiazolyl, 5-pyrimidinyl and C_{1-2}alkyl substituted with 1 to 5 halogen atoms.

23 (original). A compound of Claim 21 wherein R^5 is selected from isoxazolyl, isothiazolyl, 1,2,5-thiadiazolyl, 5-pyrimidinyl and C_{1-2}alkyl substituted with 1 to 5 halogen atoms.

24 (original). A compound of Claim 20 wherein R^{6a} is selected from CO_2C_{1-4}alkyl, C_{1-4}alkoxy optionally substituted with 1 to 5 halogen atoms and 2-methyl-5-tetrazolyl.

25 (original). A compound of Claim 23 wherein R^{6a} is selected from CO_2C_{1-4}alkyl, C_{1-4}alkoxy optionally substituted with 1 to 5 halogen atoms and 2-methyl-5-tetrazolyl.

26 (original). A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and pharmaceutically acceptable excipients.

27-32 (cancelled).